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RES GESTAE

UNIV. OF MICH.

SCHOOL OF LAW, UNIVERSITY OF MICHIGAN

Vol. IV

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March, 1954

No. 5



PAUL F. HANNAH
THE CORPORATE LAW DEPARTMENT

EDITORIAL

Whenever an editor starts to hammer out an editorial, it is usually a case of attempting to sell the readers on something like "cancer prevention", "Defense Bonds" or "strengthening international goodwill". Now we believe that all these are worthwhile, but this is not that type of an editorial. We have nothing to sell, but we do have a few good stories to pass on. We want to tell you of some of the laughs and also some of the minor catastrophies (these two usually have gone together) we of the staff have encountered since we started to revitalize this paper. It is not going to be all inclusive because that type of an article will appear in our last issue. What we wanted to reminisce about today has mostly to do with finances.

Exactly how much does it cost to run this outfit? We figured about \$90 per issue. It now comes to somewhere between \$100 and \$110. This amounts to about \$750 per year. The editors are not paid and even seem to lose money of their own. But this is all right with us as long as the bite doesn't come all at once and besides we are having a lot of fun. Our advertisers have been good to us and so whatever you do, tell them their ad in "Res Gestae" really was the deciding factor when you buy that suit of clothes, etc. Speaking of advertisers, we hope you noticed that Christmas ad of Morrill's in the January issue. They aren't starting early for '54 but someone made a mistake — and they happen, and with some degree of frequency. Lee Cross rushed down to see him and none of us dared ask how he did it — but Mr. Morrill is still our friend. By the way, these advertisers have paid in about \$500 to us. That figure reminds me of something else — we have about \$235 in or coming in, and we are going to have to shell out about \$350. Does anyone have any suggestions? Someone up here mentioned "Hialeah" and also "a floating something or other". We are sure something will turn up somewhere — and that's part of the fun. You know, we really don't run this on "faith alone", although that seems to be the impression given above.

Speaking of "faith" — we did have faith that some material would turn up for this issue. At this point, a week before we go to the printers, we have about ten pages too much. Everyone we asked to write, did, — and now we are stuck. And only one is a student. We have in the "hopper" a dandy article by Paul



Edited by the students of the University of Michigan Law School under the sponsorship of the Student Bar Association. Communications should be addressed to:

RES GESTAE

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Hannah (the lead) on "The Corporate Law Department"; a long newsy one by Professor Lawson of England on The Peculiarities of English Law; and last, Jim Staples interview with Professor Bishop. These are the big ones — there are also four others — two of which should rightly have gone in the last issue. But enough of this — we are just taking up well needed space. None of us know whether or not this editorial will be printed — if it isn't, it can go down as much needed practice on the typewriter. We hope this has given you an insight into some of our problems and the fun we have had solving or not solving them. We hope also you realize that suggestions are needed from someone — why not you?

PRESIDENT'S CORNER

by Hank Gleiss

On Wednesday March 31, 1954 the General Election for the entire Law School will be held. At this time the entire student body will choose the persons that they want to represent them as President and Vice-President of the Student Bar Association. Also at this same time next year's Junior and Senior classes will elect their officers. These offices include: President, Vice-President, Secretary-Treasurer, and two Student Bar Commissioners for each of these classes.

The President and Vice-President of the S.B.A., the Presidents and Student Bar Commissioners from each class, and the Editor-in-Chief of the Law Review, the Presiding Judge of the Case Clubs, and the President of the Lawyers Club comprise the membership of the Board of Student Commissioners. It is this Board that is the policy making body for the S.B.A., and it is upon the members of the Board, especially the elected ones, that the bulk of the responsibility falls for carrying out the S.B.A. activities. This means that the progress and success of the S.B.A. depends primarily upon the initiative and ability of these persons who will be elected on March 31. The strength of the S.B.A. next year will be directly proportional to the strength of the officers who are to be elected. It is for this reason that I am taking this opportunity to encourage those who are interested to petition for one of the offices available.

If there are some who hesitate to enter this election because they are afraid that it will demand too much of their time, or because they feel that they are not qualified, I wish that they would take the time to consult with one of the present officers, and get the details on the advantages, disadvantages, and the time that is involved in each of these jobs.

In order to encourage more interest and participation in this year's election, we are making some changes in the election policies. This year, EVERYONE who is registered in the law school will be eligible to vote, whether or not they are members of the Student Bar Association. Also this year for the first time we are going to draw up a definite set of rules and procedures to be followed in conducting the election. These rules will be posted on the Student Bar Association bulletin board in Hutchins Hall.

I hope that there will be many of you who will be interested in petitioning for this year's election. These petitions must be submitted by Monday, March 29, 1954. The petitions may be given to either Harry Aid, Len Kravets, Ray Loeschner, John McDermott, or myself. If you have any questions regarding the election, or the offices involved, you can have them answered by contacting any of the members of the Board of Student Commissioners.

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THE CORPORATE LAW DEPARTMENT

by PAUL F. HANNAH

(Paul F. Hannah, a genial yet eminently thorough lawyer, has been Secretary and General Counsel for Raytheon Manufacturing Company since 1946. He is a young man in a new industry -- electronics.

Hannah took his undergraduate work at Dartmouth College, graduating with a BS in 1927, and then entered George Washington University Law School where he received his LLB in 1933. One of the fondest memories of his law school days was his association and friendship with Professor Oppenheim. After graduation he became first an Associate and then Junior Partner with Morris, KixMiller and Baar, a law firm in Washington, D.C. From 1941 until he went with Raytheon he was a Signal Corps and Air Force officer assigned initially to Procurement and ending up as Deputy Chief, Civil Communications Section, Supreme Command Allied Powers in General MacArthur's headquarters in Japan. For his services during the war he received the Legion of Merit and the Bronze Star.

He has been active in various Bar Associations and, as he states "back in my salad days," was Chairman of the Junior Bar Section of the American Bar Association.)

Today, most of the larger industrial corporations and many smaller ones have staff law departments. This is in sharp contrast to twenty years ago, when house counsel were primarily limited to banks, insurance companies, title companies and utilities. The change seems to have resulted because businessmen have found it essential to have close at hand legally trained persons intimately familiar with their operations to guide them through the thickening maze of laws and regulations, and also because they have become increasingly aware of the utility of the practice of preventive law. The trend toward setting up house counsel seems to be growing with the expansion of many businesses across new state lines.

The functions of corporate law departments vary widely. In some companies, house counsel are little more than liaison with private law firms acting as general or special counsel. In such cases, the employed lawyers usually act as fact-gatherers for the outside lawyers and as interpreters to management and operating employees of legal opinions given by such outside counsel in their application to particular situations. In the majority of cases, however, the corporate law department provides most of the legal services which are supplied to the corporation, except those provided by counsel for insurance carriers and by counsel retained for unusually difficult or specialized matters.

What branches of the law do these corporate law departments practice? The Raytheon Law Department may be illustrative. Its practice ranges from Admiralty to Warehouse Receipts, with an occasional Abandonment or a problem in Wills or Workmen's Compensation. We are confronted with admiralty problems because we lease and sell products installed in vessels on the high seas -- a situation not every company has. A wide range of contractual and Sales Act questions is our daily fare; the law of trusts is frequently involved in our pension program, and there is a flood of property issues to be traversed each time we buy, rent or build plants. The Negotiable Instruments Law and the Warehouse Receipts Act are our companions through the maze of distributor and dealer financing plans required by our national sales distribution system. While most tort claims against the Company are taken care of by insurance carriers, Raytheon is from time to time a plaintiff in negligence actions which the Law Department handles, and frequently counsel for insurance companies receive assistance from house counsel in the defense of claims. Raytheon, like most corporations, takes care of its Workmen's Compensation cases through an insurance company, but this is the only phase of industrial relations that does not pass

through the Law Department. Today, the larger company needs one lawyer well trained in the law of labor relations to devote most of his time to assisting the industrial relations director and his staff on grievances, arbitrations, contract negotiations and interpretations of labor law.

A vital part of our law work relates to the prosecuting of patent applications, the negotiation of patent license agreements and the review of the patent provisions of Government contracts. An entire article could be written about this work.

Among the most important fields of activity of the Law Department, at Raytheon as in other corporations, are those of Federal, state and local taxes. The detailed work of preparing tax returns is taken care of by the Accounting Department, as is customary in most companies, but nearly every return involves one or more legal questions which have to be considered by tax counsel. My Company files more than 300 tax returns a year with the various taxing authorities. The work of tax counsel does not end, however, with the filing of returns; there are numerous problems with the taxing governments which can be settled only after conferences, appeals or litigation. An even larger aspect of tax counsel's work is advising company officials on the tax aspects of proposed transactions. No important moves can be made until he has been consulted.

Another active field of practice is that of corporate law, involving as it does relationships with the Securities and Exchange Commission, with stockholders, the national stock exchanges, the Secretaries of State of the commonwealths in which the company is doing business, and the "Blue Sky" laws of the various states. In this field the emphasis is almost entirely in "preventive law" -- to see that the Company fully complies with all Federal, state and local requirements. When a stock or bond issue is made and a registration statement is requisite, it is our practice, and that of most companies, to obtain the assistance of outside counsel.

As stated above, the most important phase of the practice of law for a corporation is to prevent litigation, and perhaps the greater portion of the time of the corporate law department is spent in passing on or assisting in negotiations of various types of business transactions, ranging from the sale or purchase of businesses to the terms and conditions governing the sale of a particular product to a particular class of customer. Thoughtful appraisal of the anti-trust implications of any proposed course of conduct is a part of this preventive point of view, and realization of the economic and competitive position of the Company and its products is naturally essential to such an evaluation. Other regulatory statutes which affect the product involved, such as the Federal Communications Act of 1934 and the Pure Food and Drug laws, are important to this aspect of a law department's work. Advice is given not only to the president and other officers, but also to division managers, section heads and any other level of operation. Let no person think of joining a corporate law department believing that he will have only one client! He will have a large number of individual clients, each looking to him for sound advice, and each demanding that kind of prompt and efficient service which the private lawyer must give.

An important, but little known, part of a corporate law office's work is to interpret and secure insofar as possible adherence to the internal "law" of the corporation. Every concern of size has to have written policies and procedures which constitute the substantive and adjective "law" of the corporation. This "law" is frequently not fully known about in its entirety in all sections of a concern. However, since the law department is the crossroads

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CORPORATE LAW DEPARTMENT

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through which nearly all transactions pass, either in their formative or final stages, it is the agency upon which many managements depend for checking on adherence to the "law". Thus, the corporate lawyer has as an additional responsibility the duty of judging actions in the light of company policies and procedures and of bringing this "law" to the attention of persons concerned in cases where those policies are being overlooked.

Sometimes the Law Department is called upon to do some strange things. One of the most unusual in our experience was to bring a replevin action to get materials necessary for performance of a Government contract out of a "struck" supplies plant. A 95 pound deputy sheriff armed with the authority of the court drove out a truck load of vital parts which one of the Military Services had been unable to get out for our use!

Occasionally our advice relates to matters not affecting the Corporation. The usual law department regards as a necessary part of the service it tries to render the giving of minor legal assistance to individual employees. No fees are permitted for such service, of course. If personal matters require any extended examination or activity, competent outside counsel are recommended.

As will already have been concluded, the law department is a staff and not an operating agency of the corporation. It exercises no "controls"; it has no "line" authority. Its advice can be, and sometimes is, disregarded, as is the advice of private practitioners. The measurement of its success is not the authority it holds, but the degree of confidence the "clients" have in it, and their willingness voluntarily to follow its recommendations.

How is a law department organized? There are two extremes. Under one of these methods, each of the lawyers attempts to cover a particular division or other section of the company with respect to all types of legal matters, referring problems requiring a specialist's attention to the specialist concerned. The other method divides the legal work functionally, with one lawyer handling labor relations; another, taxes; another, sales agreements, etc. An operating official with a particular type of problem then goes to the lawyer assigned to the handling of the field of law primarily involved in that problem. A hybrid system is, however, perhaps better than either method, and is the one used in the Raytheon Law Department. Under this system, where the operation of the Company permits, the individual lawyer works as a member of one or more functional teams: the labor lawyer works as a part of the industrial relations group; the Government contracts lawyer with the Government Sales Departments; the tax lawyer primarily with Accounting. Where there are operating areas not permitting functional relationships, lawyers are assigned to handle all legal aspects, but they bring in the various specialists when required. Thus, one lawyer services our entire TV-Radio Division, which is located at a distance from the principal offices of the Company and has all the legal problems of a smaller company; but he draws on the other members of the department for help. The hybrid arrangement gives each lawyer a group of clients to whom he is responsible and provides that direct lawyer-client relationship for which, experience shows, there is no substitute. It is demonstrable that the most effective work can be accomplished when each lawyer has his own clients, who have become accustomed to him and have gained confidence in his ability and judgment, but at the same time has access to other lawyers with whom he can consult.

The qualifications required of a corporate lawyer are, by and large, the same as are needed by a lawyer going into private practice. There are, however, some differences in emphasis. In the usual private law firm, the emphasis is on defending or prosecuting

actions on the basis of fact situations in the creation of which the law firm did not participate and over which it had no control. In corporate practice, however, the advice is given, or the transaction worked out with the lawyer before the fact situation has finally "jelled". The lawyer then has to dig out all of the facts which may currently be in existence or may be expected to develop later (usually with too little time for the operation), and give advice, or construct an agreement, based upon them. There can be very few alibis if a suit later has to be defended or prosecuted for some oversight at the time! This "preventive law" aspect requires, then, a high degree of imagination with respect to contingencies that may develop, the energy and capacity to assemble and assimilate in their proper relationships all of the pertinent facts, and the judgment to apply correctly the law to those facts.

A second essential is an ability to move and act quickly and with decision. The practice in many private law firms permits the expenditure of a great deal of time and study in the preparation of an agreement or of a case for trial. As a rule, not so in the corporate practice. House counsel is on occasion the last one consulted with respect to a proposed transaction, and at a time when it is in the final stages of being worked out. The "deal" may have been "cooking" for a year or more, but such a fact adds not an hour to the brief time permitted counsel to work out the legal details, or study possible problems. As true as it was undiplomatic was the retort made by one of our operating personnel who got impatient because of a delay in typing a brief, the factual aspects of which he was reviewing. "I've been here a half an hour," he complained to the lawyer who had been up to midnight the night before struggling with the document. "Look," the fatigued lawyer barked, forgetting his training in client relations, "It took you two years to get into this mess, and don't expect that I can get you out in half an hour." The corporate lawyer, then, is constantly being required to "fly by the seat of his pants" and he must be capable of making accurate, quick decisions based upon relatively brief investigation.

A third essential, which may not be as necessary in private practice, is that the corporate lawyer be "practical". This requirement is imposed — and fairly imposed — by his clients, whether they be officers of the company, section heads, salesmen, or purchasing agents. By "practical" is meant the opposite of "legalistic". The lawyer who can find lawful ways and means of accomplishing ethically and soundly the objectives of the operating people and who can frame simple, easily understood legal documents is quickly stamped with the hallmark of success, even though far less brilliant, erudite or persuasive to a court than his less successful fellow lawyer. Naturally, a thorough familiarity with the factual background of his clients' affairs is a great asset in reaching realistic decisions in the minimum of time.

The prime essential for the corporate lawyer, as it is for the lawyer in private practice, is, of course, integrity. He must not only honestly advise his clients, but he must be fearless in giving unpalatable advice where required. He must be honest in dealing with his company's customers, stockholders, vendors and opponents. His actions characterize his company, the success of which is dependant upon its being accepted by the public and those with whom it has business relations. He must also be persuasive in his honesty to others. Without such qualities, no corporate lawyer can in the long run satisfactorily serve his company or himself.

Law students frequently ask what courses are most important in preparation for corporate practice. All the basic courses are, of course, essential, but two that are normally treated as electives have unusually great importance — accounting and taxation. The lawyer in business today who does not understand accounting, at least in its fundamentals, is severely handicapped. Taxation is now a factor in every transaction, and while it takes years to

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PECULIARITIES IN THE ADMINISTRATION AND TEACHING OF ENGLISH LAW

by PROFESSOR FREDERICK H. LAWSON

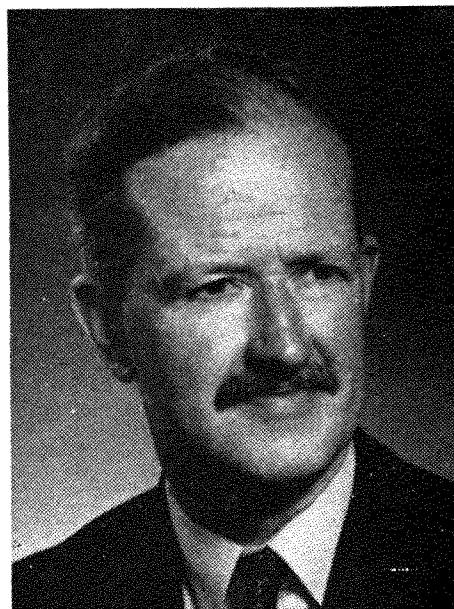
(In the December issue of *Res Gestae* the editors forwarded to its readers Mr. Lawson's promise of an article comparing the American and British systems of legal education. Mr. Lawson, as we remember, was the Thomas M. Cooley Lecturer for 1953. We are pleased to include his excellent article in this issue.)

So similar are American and English law, and so easy is it for a lawyer trained in the one country to read the legal literature of the other that there is a natural tendency to exaggerate the resemblances. For there are great differences, more especially in the administration of justice, and above all in certain features that rarely, if ever, find their way into the books. They seem so much a matter of course that no one troubles to mention them. The lawyers of each country naturally assume that they are present in the other; and those who know of them are not usually much concerned to spread the light. As a comparative lawyer, I have found them most interesting and have often spoken of them to students, both here and in England. I have always been met with looks of surprise, and even incredulity. Perhaps they deserve to be published to a wider audience, and I make no apology, in writing for American law students, for describing the English peculiarities, and leaving on one side what appear to me to be strange features of American practice.

I shall say little about the division of the legal profession into solicitors and barristers: it once existed in America, and it is generally known to survive in England. It is not easy to describe in a few words, but one may say in a general way that the work of the barrister is limited to the forensic task of handling cases in open court before the superior courts, that is to say, the High Court Assizes, the Court of Appeal and the House of Lords, and in furnishing the opinions and written pleadings which precede the hearings, whereas the solicitor does almost all the remaining legal work, interviewing clients, giving them advice, drafting conveyances and other documents, and appearing before the lower courts. The lay client cannot approach the barrister direct, but must go through a solicitor. The solicitor in many ways is often more of a general business adviser than a mere lawyer. Although there have been many changes in recent years, the barrister's profession is still regarded as higher than the solicitors, and by and large the best lawyers do not sit back in their offices but go into court as barristers. Only barristers can be made judges.

How many are there of each? There must be thousands of solicitors in active practice, evenly distributed over the country, but with extra doses in the large commercial and industrial centres, and above all in London. The nominal strength of the English Bar is also very great, but many practice outside the country, and others have either drifted off into other occupations or regarded their call to the Bar as something in the nature of a degree otherwise useful as a qualification and never intended to practise. I have asked many persons likely to know the facts how many barristers really do the serious work in London, and the answers have ranged from two hundred and fifty to five hundred. If you add another hundred for all the local bars in England you will get the lot.

Another peculiarity: out of this minute bar are chosen the professional judges and magistrates, whose fewness is perhaps even more striking. There are only about fifty judges in the



Professor Frederick Lawson

superior courts, which alone have general jurisdiction over about forty-five million people, and another sixty county court judges, with a local jurisdiction up to a very small amount. Add another fifty or so paid metropolitan and stipendiary magistrates, and you have a total of about one hundred and fifty full time paid members of the judiciary. Add another hundred and fifty recorders, who sit for a few days every year and spend the rest of their time in active practice at the Bar, and you have three hundred all told.

How do we get through with this skeleton force? We do get through pretty well, for the courts are not much in arrears with their work, or at any rate were not until they became overburdened with the crime wave from which we are now suffering. There are many answers that could be given, some categorical, some conjectural. Clearly we can afford to do without many paid judges because probably nine-tenths of the work of deciding criminal cases is done by justices of the peace, who are entirely unpaid, receiving neither salary nor fees for their services. Of these there are about twenty thousand, of whom about ten thousand are active. Hard things have from time to time been said of "justices of justice", but generally speaking they do good work. They are almost all laymen, though they are now encouraged to make themselves familiar with the law governing the cases most likely to come before them. Each court has a clerk to the justices, whose business it is not only to record the proceedings but also to give advice on points of law. There are also large numbers of administrative tribunals, also for the most part composed of laymen, pensions tribunals, courts of referees dealing with claims for unemployment benefit, and the like.

But it is more or less correct to say that all the civil justice there is is administered by the superior courts and the county courts; and the simple explanation is that there just is not much civil litigation. That of course only pushes the question one stage further back. Why is there so little civil litigation? No doubt one reason is the high cost of litigation, and the fact that it involves

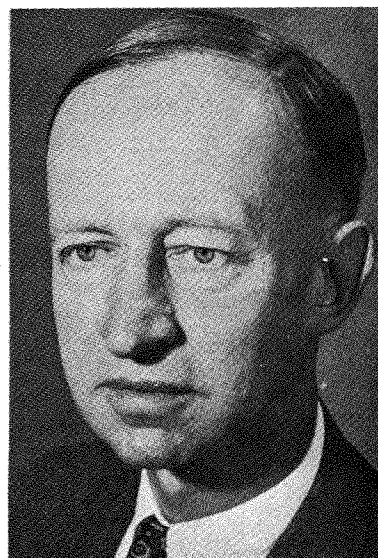
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PROFESSOR BISHOP - AN INTERVIEW

by Jim Staples

In the short space of fifty minutes we were privileged to receive a brief glimpse into the life story of Professor William W. Bishop, Jr., professor of International Law. Revealed to us in our interview was the portrait of an exceptionally busy, scholarly, and likeable man, and the highlights in the story of his career make one wonder that so much can be packed into one lifetime. The initial question that enquired of the background of this interesting personality started things rolling, and this is what unfolded.

Born in Princeton, N. J., in 1906, Professor Bishop soon forsaked his native state and became a Midwesterner by moving to Ann Arbor at the age of nine. Today, 39 years later, he has returned to his adopted home, but the years in between have been far from leisure ones. Raised in the atmosphere of the campus, it was only natural that he should attend Michigan as an undergraduate, and he received his A.B. degree in 1928. Perhaps one other factor in his choice of schools was the fact that his father was the head librarian at the University General Library for 26 years, from 1915 to 1941. A year at Harvard Law School followed, and then back to Michigan where he took his JD in 1931, and was subsequently admitted to the bar. After graduation, he stayed on for four years as a research and teaching assistant in International Law. From 1933 to 1935 he taught International Law in the absence of Professor Dickinson, and harkening back to those years he recalls that at the time he took over the course, there were exactly four students and two visitors. Quite a contrast with today's normal enrollment of 125 to 175 students in the International Law course yearly and a peak of over 240 in 1951 - 1952. In the years 1935 and 1936 he left the faculty and was associated with the New York law firm of Root, Clark, Buckner, and Ballantine, former Secretary of State Elihu Root's law firm. From 1936 to 1938 he taught International Law, International relations Jurisprudence, and Political Science at Princeton University. At the time, he recalls, one other man and he constituted the "law" school at Princeton, for there was no official law school at that time. Following this two year stint at Princeton, Professor Bishop spent one more year doing graduate work in International Law at Columbia, and following this embarked on one of the most fruitful span of years in his life to date — eight years of work with the State Department in Washington where he learned at first hand the practical application of International Law in action. About this period, Professor Bishop says, "I believe that I learned more here than anywhere else, for the experience gained was invaluable." The results were far-reaching, too, for in his new case book, International Law Cases and Materials, the stress is on the practical application of the International Law, with a slightly less emphasis on the theoretical side. This period in government was climaxed in 1946 when he was named the chief legal advisor to the American Delegation to the Council of Foreign Ministers and the Paris Peace Conference. It was at these conferences that the Balkan and Italian peace treaties were drafted, interesting documents in themselves, but perhaps even more interesting were the inside glimpses that he received into the workings of high level diplomacy. At the time, the men representing the Big Four were Byrnes, Molotov, Bevin, and Bideault, who was acting as both president and foreign minister of France at the time. Deputy foreign ministers were Dunn for the U.S. and Vishinsky, and he recalls the hours that he sat behind U.S. Secretary Byrnes as he and Molotov argued out the issues on the agenda. It was hard work, for the Russians imposed a schedule that was a real man-killer. They liked to have a session in the morning, another in the afternoon, and then another in the evening that lasted all night. Professor Bishop says that the Russians liked to work all night if they could, and the schedule of conferences that was followed were essentially



Professor Wm. Bishop, Jr.

the hours that Stalin kept, which were apparently slavishly imitated. Usually the night sessions broke up around 2 a.m., and all this added up to a fairly rugged schedule considering that one had to be sharp enough at nine the next morning to match wits with the best the giant bear could offer.

In the Spring of '47, Professor Bishop left the State Department and joined the faculty of the University of Pennsylvania Law School. In the spring of '48 he also took the position of visiting professor of law at Columbia, and he would finish teaching at Penn around noon, catch a train to New York 100 miles away, meet his four o'clock class at Columbia, hold an office hour afterwards, meet three more classes in the morning, and then catch a train back to Pennsylvania. In regards to this type of schedule, Professor Bishop says, "I don't recommend it." Since the fall of 1948 he has been at Michigan teaching International Law, Conflict of Laws, and Admiralty. In his first year there were about 60 or 70 people enrolled in the International Law course, though previously there had been around ten, and since that time the number has grown appreciably. In addition to the courses mentioned, he also has a seminar in International Law and one in International Organizations.

When queried about his interest in the teaching profession, Professor Bishop had this to say: "If it weren't for the teaching side of the University association, I wouldn't stay on at the University, for I enjoy it more than the research phase. It's fun to see people learn how to do things and I get many ideas from association with them. Later on it is gratifying to see how they have progressed, and it always gives a teacher a satisfying feeling to see one of his students make good." Perhaps this liking for teaching had some bearing on his selection as Chairman of the Faculty Committee on Teaching Methods, whose aim is to improve the Law School methods of teaching. Speaking further about the results of his teaching, he mused that, "You know, a law professor is at a disadvantage, for he can't see the results of his work for maybe a decade, while the swimming or football coach can see the results of his teaching right away." This love for teaching stems from an early date, for while in college he became active in Boy Scout work and from this first contact with leadership instruction he formed the desire that has kept him interested in young people to this day.

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CORPORATE LAW DEPARTMENT

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become a tax expert, knowledge of its fundamentals and the general pattern of the Federal Income Tax Law is almost as important as accounting. The person thinking of the patent field should, of course, have an engineering degree.

There are today many lawyers going into company law departments directly from law school. This number is much greater than it was a few years ago. Such a procedure is not to be decried; but in my judgment the best preparation for a corporate law practice is two or three years of very active general practice, in and out of the courts, with a fairly small, young law firm. A young lawyer can in such a situation obtain a variety of experience, particularly court experience, which will stand him in good stead, and also be very enjoyable. He will have an opportunity to develop confidence in himself and in his ability, to develop the habit of thoroughness which he might not as easily or quickly develop in the faster moving corporate law practice, to learn to work with clients and take the clients' viewpoint to an extent which can usually be acquired only with practice, and to get a broader view of the law than he would get from the windows of house counsel. He will, also -- and this is most important -- have an opportunity to establish friendships among the practicing lawyers of the community which will stand him in good stead in later years as a corporate lawyer.

What are the opportunities in the corporate law field either for the law school graduate or the person with one or two years of practice? At the present time, there seems to be a "sellers market", and let us hope that it continues. Several law schools report the placement of increasing numbers of graduates with little or no experience in corporate law departments, and the existence of a waiting list for the best prepared graduates. Starting salaries vary, of course, depending upon location, size of company, and ability and personality of the individual, but they generally range for lawyers with two years of experience between \$350 to \$450 a month -- slightly higher than the salaries offered by private firms. For the lawyer with no experience, the rate would seem to be approximately \$50 to \$100 a month lower.* These rates are usually exclusive of company pensions, company-paid insurance, company contributions to Blue Cross and Blue Shield and other benefits, including paid vacations.

The rate of progression varies widely, of course, with the individual and the company. Many law departments conduct an annual salary review and have plans for periodic merit increases. The possibilities of promotion in growing companies are particularly good. Companies find that many young lawyers make good junior executives, and draw on the law department for administrators, thus opening up opportunities for promotion to the younger men. These possibilities are increased in those concerns which "promote from within".

In the upper sections of the corporate law department, the financial rewards may not be as great as among the senior members of a successful private law firm. Whether a mature lawyer could as easily leave a corporate law department for private practice as he could accomplish the reverse step may be doubted; the trend seems to be from the private law firm to the corporation. However, there is considerable movement from one law department to another.

The practice of a corporate law office is as exciting, as important, and as varied as in a private law firm. It imposes the same challenge and offers as great satisfactions in accomplishment. The opportunities in the corporate field are better now than at any time in legal history.

The chance for service -- for helping to construct a business on sound lines, for seeing that respect for law and for the dignity of the legal processes is maintained -- is perhaps even greater than in the private law field. Those who elect to make the corporate practice their career will find a practice worthy of their best talents filled with opportunities to contribute substantially to the growth of American industry.

PRESIDENT'S CORNER

(continued from page 2)

We are just beginning to realize the full potential of the Student Bar Association. I feel that we have made some progress this year, and next year should be even better. There is a real need in the Law School for the Student Bar Association, but in order for its full potential to be realized, it is necessary for the best men to be elected on Wednesday March 31; and in the long run this leaves it all up to you, the individual law student.

HONOR'S DAY PLANNED

This year, in connection with a conference of judges from the 6th Judicial Circuit, the Law School has announced the initiation of Honors Day. The conferences are to be held on April 23rd and 24th, terminating with an Honors Day Banquet at which new members of the Order of the Coif, and the Law Review will be recognized. It is expected that the entire law student body will be invited to the banquet, but definite plans as to time and place have not yet been announced. A speaker, also as yet unannounced, will be present.

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*Cf. "The Corporation Law Department" by Charles S. Maddock, Esq., Harvard Business Review, Volume 30, No. 2, Page 134.

FRANKFURTER TO VISIT LAW SCHOOL

by John H. McDermott

In the past it has become traditional to set aside one day each year, customarily in the middle of April, in commemoration of William W. Cook, founder and donor of the Lawyers Club. This year Founder's Day celebrations will be held on Friday, April 16th. An evening banquet has been planned at the Lawyers Club dining hall, to be followed by an address from Felix Frankfurter, Associate Justice of the U.S. Supreme Court. Though his topic is not yet formally announced, it is expected that his address will include general observations on the Supreme Court plus his personal comments on the Court's internal operations.

Mr. Justice Frankfurter was born in Vienna, Austria in 1882 (incidentally the same year in which William W. Cook graduated from Michigan Law School). At the age of twelve, Frankfurter was brought to America, and some eight years later received his A.B. degree from the City College of New York. His primary legal training was obtained at Harvard Law School during the years 1902-1906, though he has since been honored with law degrees from both the University of Oxford and Amherst College. Shortly after graduation from Harvard, Justice Frankfurter became employed as an Assistant U.S. Attorney in Washington. In the years immediately preceding World War I he was engaged in the Bureau of Insular Affairs, a sub-section of the War Department.

In 1914 he was appointed to the Harvard Law faculty and continued in that position until 1939. Declining Governor Ely's nomination for the Massachusetts Supreme Judicial Court in 1932, Frankfurter was appointed to the United States Supreme Court in 1939 as an Associate Justice. Other positions which he held include: Assistant to the Secretary of War, Assistant to the Secretary of Labor, Chairman of the War Labor Policies Board (1918), and others within the judge-advocate division of the Army.

During Justice Frankfurter's career he has obtained considerable eminence as a jurist and legal writer. His writings include treatises on the nature and philosophy of the Supreme Court, the relation of the public and government, the interpretation of the Commerce Clause, the labor injunction, and others. Among his most notable works are his commentary on the Sacco and Vanzetti Case (1927) and his volume on Mr. Justice Holmes and the Supreme Court (1939).

The banquet preceding Justice Frankfurter's address will be held in the dining hall at the usual evening hour. In view of the limited seating capacity available, the banquet will probably be restricted to members of the Club. However, it is hoped that extra chairs can be brought in after the meal for those who wish to attend the address.



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PROFESSOR BISHOP

(continued from page 6)

Turning to a highly controversial subject, we ventured a question about the recently defeated Bricker amendment and the check it would entail on the agreement making powers of the executive. As to the amendment, Professor Bishop feels that the Senate did the right thing in rejecting it, for he feels that there is really no need for it. "By and large, not too many unwise treaties have been made over the years, and the Senate has been quite a good check. Admittedly there have been some agreements made by the President that could have been done better by Congress, but the effect of the Bricker amendment would have been to hamstring really important negotiations, while not altogether eliminating future Yaltas and Potsdams. One real danger in this type of amendment is that it would greatly handicap the U.S. in its dealings with other powers, because of the fact that they could not be sure that we could deliver the goods." Speaking of the possibility of a revival of the amendment, Professor Bishop says, "As you know, the vote was extremely close, and I think that enough enthusiasm has been generated so that in the future we will see some agitation for Mr. Bricker's original amendment, and almost certainly more for some of the compromise measures such as the George amendment."

Professor Bishop is married and the father of a daughter. He says that he met his wife in the State Department where she was working, also as a lawyer. Among his hobbies he lists hiking, swimming, and travel generally, and also watching football.

As to future plans, Professor Bishop says that he hopes to stay at Michigan. He likes to keep up an informal contact with Washington and frequent trips to the Capitol keep him up to date on current happenings. He is a member of the Supreme Court Bar and would like to do some work there if the occasion arises. At present he is Editor-in-Chief of the American Journal of International Law which is recognized throughout the English speaking world as the foremost journal of International Law. Previously, the journal had always been edited from Washington, and though there was an assertion that a few years would probably be enough of this editorship, we suspect that Michigan will be the center of International Law study and research for several years to come, for since the journal's inception in 1907, there have been but three editors. In addition to his duties as editor, Professor Bishop has written numerous articles, and his casebook, *International Law Cases and Materials*, is now in use at Michigan and twenty other law schools throughout the country. Referring to his casebook, he recalls that Professor Rice at Wisconsin agreed to try it on a weekly basis, a situation where the instructor really was only about ten pages ahead of the students. There were a few frantic telegrams, but all "shipments" arrived on time. As before mentioned, the casebook is pitched more at the practical application level than the theoretical side, and deals with subjects like treaties with Canada over potatoes, preserving the halibut in the Pacific ocean from encroachment by Japanese fishermen, and Detroit river pollution from Canadian factories.

As the man in charge of the largest single school enrollment of International Law students in the country, Professor Bishop states that he is gratified to see a substantial part of each graduating class have a familiarity and occasional chance to apply International Law. "But whether a lawyer from Michigan ever handles an international law case or not, I think that it is important that he have a knowledge of the rights and duties of one nation towards another, for if a lawyer doesn't understand these relationships, who among the voters is likely to? It is up to the educated lawyers to help formulate the all important public opinion of the country." With these statements we voiced our agreement, and so ended a talk with one of the country's foremost authorities in this field.

PECULIARITIES IN ADMINISTRATION

(continued from page 5)

much more of a gamble than in America; for the unsuccessful party normally has to pay not only the court fees of his opponent but also a large part, perhaps even the whole, of what his opponent would otherwise have to pay both his solicitor and barrister. But there must be other reasons. Certainly we are not a litigious people. We do not relish the prospect of being cross-examined. The best lawyers advise us to go to arbitration or settle out of court, and they can do so rather more easily than elsewhere because it is my impression that a lawyer can give a firmer and more certain opinion on the law than in most other countries. Our much maligned strict adherence to precedent has at least the virtue of increasing predictability, and we derive two advantages from living under a unitary rather than a federal system of government. The one set of superior courts has no competitors, and it has produced an immense mass of case-law. No English lawyer would emphasize, as American lawyers often do, the difficulty of predicting, from an immense mass of conflicting authorities coming from different State courts, the outcome of a particular case, or the necessity for having one's lawyer at one's elbow in doing one's business. There are of course doubts, and the courts are there to resolve them, but they seem to be fewer than elsewhere, or the parties prefer to settle them out of court.

Let me take now one or two peculiarities of practice that I have found to be almost unknown to American lawyers. Our procedure is oral to a degree unheard of in America. Counsel never deliver a written brief to a court. The brief, with us, is a document which the solicitor delivers to the barrister, giving him the materials for the conduct of the case. All the argument presented to the judges is by word of mouth. It goes without saying that there can be no restriction on the time counsel is allowed to develop it, though of course a clear, succinct and compact argument usually pays dividends. Then again it is common and indeed regular, for the judges, even in the Court of Appeal, to give judgment orally immediately after the close of the arguments. Only where they are still in doubt do they reserve judgment. They then have a chance of looking at their books, but all they can retain of counsel's argument is what they remember, or what they have taken down in their notes. It is obvious that they must depend very greatly on the learning and probity of counsel. That they are not often let down is no doubt very largely due to the fact that among a very small bench and bar everybody rapidly comes to know everybody else.

One interesting result of this highly oral procedure is that English judgments are very conversational in tone and develop the argument in such a way as to carry conviction to the listener, not merely to someone who has time to read it at leisure and fill in the gaps between the successive steps in the reasoning. Another is

(continued on page 10)

attention all law students:**THE 1954 "MICHIGAN RAW REVIEW" IS GOING TO PRESS!**

Would-be pundits, latent lampooners, and frustrated Law Review editors are urged to contribute to the Golden Anniversary edition of the "Raw Review." Everyone interested please get in touch with Jim Haggart, Room 0-41, Lawyers Club. NO 3-0517.

PECULIARITIES IN ADMINISTRATION

(continued from page 9)

that there is very little room for the very learned lawyer who sits back in his office and drafts the legal argument. The most learned man must be before the court, ready to trim his sails to changes of judicial breeze. I think that it all lets more life into the administration of justice, but perhaps less learning. It puts a premium upon the capacity for improvisation, a gift in which the intellectual Englishman excels, and is often consciously taught to excel.

This brings me to legal education. I am often asked if there are law schools in England, and I have to reply, yes, but not of the kind that have become famous in America. Almost all the English Universities have Law Faculties, and there are separate organizations provided by the Inns of Court for educating bar students and by the Law Society for persons serving their articles (apprenticeship) in order to become solicitors. But in the Universities the training is for the most part not vocational, but academic and intended at the same time to give the student a liberal education by using law as a vehicle. Most law students are undergraduates, and although they almost always enter the university much better equipped than an American freshman, yet we do not want to plunge them at once into vocational training. Thus normally only about one half to two thirds of the subjects taught are "bread and butter" subjects, and a good deal of time is devoted to such unpractical subjects as Jurisprudence, Roman Law, Legal History, International Law and Constitutional Law, which for us is by no means so practical as for Americans. The barrister picks up his practical knowledge by reading in chambers with another barrister after call, and subsequently in practice the solicitor by serving his articles in a solicitor's office before admission.

Formal lectures play a considerable part in legal education, but

they are not the heart of the system, which is based on the directed reading of text-books, articles and cases, and increasingly on tutorial classes, in which the pupil meets his tutor either alone or in a group of two up to about six. There are also seminars. On the whole we do not try to teach our students great masses of law, but to concentrate on the great master subjects such as contract, torts, real property, criminal law, equity and conflict of laws. We feel that we have done our work if we turn out people who can think like lawyers and can find their law with reasonable rapidity and assurance. But we are not afraid of teaching settled doctrine and we do not make a fetish of insisting on the student's finding out everything for himself. Partly for this reason, but partly because there is not such a strain as here on the more popular volumes in the law libraries, our law teachers write textbooks instead of compiling case-books.

It is only in recent times indeed that the great lawyers have had a formal legal training. The great Victorian judges had received a classical or, like Alderson and Blackburn, a mathematical training at the universities, and even now it is probable that less than half of the judges in the superior courts read law in the universities. They read as rapidly as possible for the bar examinations and then picked up their law in practice. Few, I think, even now would naturally think of the law teachers in their university as their real teachers. The person they would call their master in the law would be the barrister in whose chambers they read. This is changing and will change more as the cases which arise in court become more peripheral and less central. A lawyer will have fewer and fewer chances of acquiring a general grasp of the law without a formal legal training. But no English law school can hope to play the great American Law school's moderating and even Olympian role in a sea of competing jurisdictions.

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HAD N'NETT

DUM DUM DUM DUM*

This is the Law School . . . Its cold hall, noisy rooms, and vacant library. This is my beat . . . I'm a student.

It was December 16, 1953, 8:10 A.M. I was working the B.A. detail, sloughing in my seat, and wiping the sleep out of my blood-shot eyes. I'd been up all night working on a case . . . (Shenley v. Seagrams Seven et al., 1 AA Reports 1, 100 NW bonded 6). I got a call from the chief. There was a vicious gang working somewhere in the Law School with canned briefs. I was a suspect.

DUM DUM DUM DUM

8:12 A.M. The chief called on me for questioning. "Brief me on CB p. 504", he said.

That was it . . . My job . . . Brief it.

8:13 A.M. Ran the case through memory division. No record.

I put out an APB, (anybody possess a brief). No response.

8:17 A.M. The chief called again. He said he only wanted the facts, just the facts. There was only one thing to do . . . My job . . . Bluff it.

So I played a hunch. Just a hunch, that's all. You understand what I'm trying to say. That's right. I just played a hunch. Sometimes you win, sometimes you lose. I lost.

8:20 A.M. The chief kept after me. "Look mister, we got the goods on you. Just now I asked for a CB p. 504, and you gave me a CB p. 505."

"So what?" I said.

"Just this, mister," said the chief, "CB p. 505 isn't in the casebook. You figure it."

DUM DUM DUM DUM

On December 18, 1953 trial was held in the Practice Court, room 238, in and for the county of Washtenaw. The suspect was tried and convicted on one hundred and sixteen counts of 211 PC, (possession of a canned brief), and was stripped of all study aids. Giving a case with the aid of a canned brief is punishable by not more than 90 nor less than 30 days in the stacks. He is now serving his time in the North Dakota Territorial Reports, and with good citations will be eligible for parole in 60 days.

(DUM DUM DUM DUM . . . What professors think of students.)

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